

HELM

FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

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www.helmcorp.com

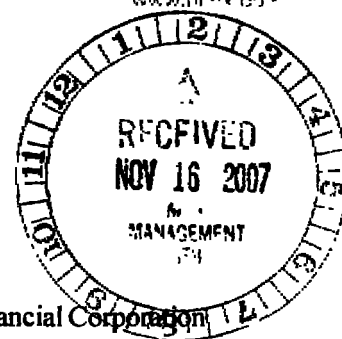
November 13, 2007

RECORDATION NO. 25484-A FILED

NOV 19 '07

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SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

RE: Termination of Schedule to Master Lease dated as of August 20, 2007 by Helm Financial Corporation
("Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Full Termination.

In connection with the recording of the Full Termination, please note the following information:

<u>Name and Address of Lessor:</u>	Helm Financial Corporation 505 Sansome Street, Suite 1800 San Francisco, CA 94111
<u>Name and Address of Lessee:</u>	Ferrocarril Mexicano, S.A. de C.V. Av. Insurgentes Sur No. 432, 2nd Floor Mexico City, D.F. 06760 Mexico
<u>Equipment:</u>	50 Boxcars BR 50300-50349 (Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. 25484 filed on March 4, 2005. The filing fee of \$35.00 is included in our enclosed check.

Summary: Termination of Schedule to Master Lease dated as of November 13, 2007 by Helm Financial Corporation for 50 boxcars, BR 50300-50349 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 25484.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

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TERMINATION OF SCHEDULE TO MASTER LEASE SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SCHEDULE TO MASTER LEASE ("Termination") is dated as of November 13, 2007 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

WHEREAS, Lessor entered into the Master Lease Agreement dated as of May 31, 1999 ("**Master Lease**") and Schedule No. 5 thereto dated as of April 8, 2004 ("**Schedule No. 5**"), with **Ferrocarril Mexicano, S.A. de C.V.**, a Mexican corporation, with respect to the railcars as described in Schedule A attached hereto ("**Units**"); and

WHEREAS, with respect to Schedule No. 5, a Certificate of True Copy of the Memorandum of Schedule No. 5 was filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No 25484 on March 4, 2005; and

WHEREAS, the Schedule No. 5 to the Master Lease was terminated on August 29, 2007; and

WHEREAS, Lessor desires to execute this Termination to evidence for the public record the termination of the Schedule No. 5.

NOW THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Termination of Schedule to Master Lease**. Lessor hereby declares for the public record that Schedule No. 5 to the Master Lease and any other documents filed under STB Recordation No. 25484 are hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Full Termination of Schedule to Master Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Courtney A. O'H. Williams

Name: Courtney A. O'H. Williams

Title: President and Chief Operating Officer

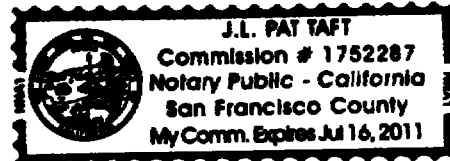
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 15th, 2007 before me, J. L. Pat Taft, personally appeared Courtney A. O'H. Williams, President and COO of Helm Financial Corporation, personally known to me (or ~~proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(ies), and that by ~~his~~/her/~~their~~ signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

J. L. Pat Taft



(Seal)

SCHEDULE A

**To the Termination of Schedule to Master Lease
Dated November 13, 2007**

Description of the Units: Fifty (50) boxcars.

Unit Mark and Numbers:

BR 50300-50349 (Inclusive)